

September 24, 2013

The Manager,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400 051.

NSE Symbol: 3IINFOTECH

Sub: Annual General Meeting (AGM) of the Company held on September 23, 2013

Re: Clause 31(d) & 35A of Listing Agreement

Dear Sir,

We wish to inform you that at the 20th Annual General Meeting (AGM) of the Company held on September 23, 2013 at Shri Saurashtra Patel Samaj Hall, Plot No. 6, Sector 2, near Sanpada Railway Station, Sanpada (East), Navi Mumbai – 400 705, the Members have approved all the agenda items as contained in the Notice of Annual General Meeting. (Annexure A)

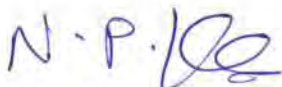
The details of the voting results at the AGM are enclosed as per format prescribed under Clause 35A of the Equity Listing Agreement. (Annexure B)

We request you to take this on record.

Thanking you,

Yours faithfully,

For 3i Infotech Limited

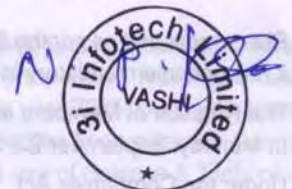


Ninad Kelkar
Company Secretary

Encl :- As above

3i Infotech Limited

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International Infotech Park
Vashi, Navi Mumbai 400 703, India.
Tel. : (+91-22) 6792 8000
Fax : (+91-22) 6792 8095
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**3i INFOTECH LIMITED**

Registered Office: Tower # 5, 3rd to 6th Floors, International Infotech Park,
Vashi, Navi Mumbai - 400 703 | www.3i-infotech.com

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of 3i Infotech Limited will be held on Monday, September 23, 2013 at 10.30 a.m. at Shri Saurashtra Patel Samaj Hall, Plot No. 6, Sector 2, Sanpada (East), Near Sanpada Railway Station, Navi Mumbai - 400 705 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the financial year ended March 31, 2013 and the Balance Sheet as on that date, together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Ashok Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Hoshang N. Sinor, who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED that subject to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Lodha & Co., Chartered Accountants, having their office at 6, Karim Chambers, 40, Ambalal Doshi Marg, Hamam Street, Mumbai - 400 023 and M/s. R. G. N. Price & Co., Chartered Accountants, having their office at Simpson's Building, 861, Anna Salai, Chennai - 600 002, who are retiring at the Twentieth Annual General Meeting, together be and are hereby appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of the Twentieth Annual General Meeting until the conclusion of the Twenty-first Annual General Meeting of the Company.

RESOLVED further that the Board of Directors be and is hereby authorized to determine the remuneration to be paid to the Joint Statutory Auditors.

For and on behalf of the Board

Madhivanan Balakrishnan
Managing Director & Global CEO

July 29, 2013

Registered Office:

Tower # 5, 3rd to 6th Floors,
International Infotech Park, Vashi,
Navi Mumbai - 400 703

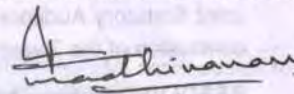
NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL, INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY/IES MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
- b) Members/Proxies should bring the attendance slip sent herewith, duly filled in, for attending the Meeting.
- c) The Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name is higher in the order of names, will be entitled to vote.
- d) Members holding shares in physical form are requested to immediately notify any change in their address/name/bank particulars, ECS mandates, nominations, power of attorney under the signature of the Sole/First joint holder to the Company at its Registered Office, quoting their Folio Number(s) in all correspondence and consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

Members holding Shares in electronic form shall directly update such details with their respective Depository Participant(s) and not to the Company and/or to its Registrar and Transfer Agents. Information captured by the Depository Participants will automatically be updated in the Company's record.

- e) Please note that as per the Securities and Exchange Board of India (SEBI) circular no.MRD/DoP/Cir-05/2009 dated May 20, 2009, it has become mandatory to furnish a copy of PAN card of the transferee/s for registration of transfer of shares in physical form.
- f) The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 16, 2013 to Monday, September 23, 2013 (both days inclusive).
- g) Under the Companies Act, 1956, dividends that are unclaimed for a period of seven years are required to be transferred to the Investors Education and Protection Fund (IEPF) administered by the Central Government. An amount of ₹ 1,08,321/-, being unclaimed dividend of the Company for the financial year ended March 31, 2005, was transferred to IEPF and no claim lies against the Company in respect thereof.
- h) Members are requested to note that trading in equity shares of the Company on the Stock Exchanges is permitted only in dematerialised form as per the notification issued by SEBI. The shares of the Company are available for trading under both the Depository systems in India, i.e. NSDL & CDSL. Members who continue to hold shares in physical form are, therefore, requested to note that they will not be able to trade in the shares of the Company unless the same are dematerialised.
- i) Members may avail the nomination facility as provided under Section 109A of the Companies Act, 1956. Members desiring to avail this facility may send their nomination in the prescribed Form No. 2B duly filled in to the Company at the aforementioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
- j) Pursuant to the requirements of Corporate Governance under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, the information about the Directors proposed to be appointed/re-appointed has been given in the Annexure to this Notice.
- k) All the documents referred to in the Notice and the explanatory statement will be available for inspection by the Members at the Registered Office of the Company between 10.30 a.m. to 12.30 p.m. on all working days (Except Saturday, Sunday and National Holidays) from the date hereof, up to the conclusion of this Meeting.
- l) The Company is a SEBI Registered, Category I Share Transfer Agent and handles all Registrar and Transfer Agents' work in-house. The Company has adequate infrastructure to service its Shareholders.
- m) The Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company at least seven days before the Meeting to enable the Company to keep the information ready at the Meeting.

For and on behalf of the Board



Madhivanan Balakrishnan
Managing Director & Global CEO

July 29, 2013

Registered Office:

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International Infotech Park, Vashi,
Navi Mumbai - 400 703

Important Information for Members

In the light of Circulars issued by Ministry of Corporate Affairs (MCA), Government of India on "Green Initiative in Corporate Governance", the Company has decided to deliver the Documents in electronic form to the Shareholders whose email addresses are available with the Company. The Documents shall mean all notices/documents including those covered under Section 219 or any other relevant sections read with Section 53 of the Companies Act, 1956.

The Shareholders holding shares in electronic form who have not registered their email address are requested to register the same with their concerned Depository Participant for this purpose. The Shareholders holding shares in physical form may write to the Registrar and Share Transfer Agent.

The Information as required to be disclosed under Clause 49 of the Listing Agreement regarding the Directors proposed to be re-appointed:

Dr. Ashok Jhunjunwala

Prof. Dr. Ashok Jhunjunwala is a Professor at the Department of Electrical Engineering, the Indian Institute of Technology, Madras, based in Chennai, India and was department Chair till recently. He received his B.Tech degree from the Indian Institute of Technology Kanpur and his MS and PhD degrees from the University of Maine. From 1979 to 1981, he was with Washington State University as Assistant Professor. Since 1981, he has been teaching at IIT Madras. Dr. Jhunjunwala leads the Telecommunications and Computer Networks Group (TeNeT) at IIT Madras. This group is closely working with industry in the development of a number of Telecommunications and Computer Network Systems. It has incubated over 35 companies in the last twenty years. He chairs Rural Technology & Business Incubator (RTBI) at IIT Madras and Mobile Payment Forum of India (MPFI).

Dr. Jhunjunwala has been awarded Padma Shri in the year 2002. He has been the recipient of the Shanti Swarup Bhatnagar Award in 1998, Dr. Vikram Sarabhai Research Award for the year 1997, the Millennium Medal at Indian Science Congress in the year 2000,

the H.K. Firodia Award for Excellence in Science & Technology for the year 2002, the Shri Om Prakash Bhasin Foundation Award for Science & Technology for the year 2004, the Jawaharlal Nehru Birth Centenary Lecture Award by the Indian National Science Academy (INSA) for the year 2006 and the IBM Innovation and Leadership Forum Award by IBM for the year 2006. Dr. Jhunjhunwala has been selected as one of India's 50 most powerful people in the year 2009 by *Business Week*. He has been awarded Bernard Low Humanitarian Award in 2009, "Bharat Asmita Vigyan - Tantragyan Shresththa Award" for the best use of Science & Technology through Innovation in 2010 and Honorary Doctorates by Blekinge Institute of Technology, Sweden in 2008 and University of Maine, USA in 2010. He was also awarded JC Bose Fellowship by DST, Government of India in 2010, Dronacharya (2011) by TIE and the Top Innovator of Top 11 in 2011 Innovators challenge. He is a fellow of World Wireless Research Forum, IEEE.

Dr. Jhunjhunwala is a Fellow of the Indian National Academy of Engineering (INAE), the Indian Academy of Sciences (IAS) and the National Academy of Sciences (NAS), INSA and also a Member of the Prime Minister's Scientific Advisory Committee. He is also on the Advisory Board / Governing Council of the Institute of Financial Management and Research (IFMR) and on the Boards of I-TECH (International Training and Education Center on HIV, India), the Centre of Excellence in Wireless Technology (CEWiT) and the Rural Technology and Business Incubator (RTBI) of IIT Madras.

Dr. Ashok Jhunjhunwala holds 15,110 equity shares in the Company as on the date of this Notice.

Dr. Ashok Jhunjhunwala is on the Boards of the following Companies:

Name of the Company	Position held
Polaris Software Lab Limited	Director Member- Remuneration/Compensation /ESOP Committee Member- Audit Committee Member- Investors' Grievance/ Shareholders Committee
Tejas Networks Limited	Director Member- Remuneration /Compensation /ESOP Committee Member- Audit Committee Chairman- IPO/Investment Committee
Sasken Communications Technologies Limited	Director Member- Remuneration /Compensation /ESOP Committee Member- Audit Committee
Tata Teleservices (Maharashtra) Limited	Director Chairman- Audit Committee Member- Nomination Committee Member- Remuneration /Compensation /ESOP Committee
Tata Communications Limited	Director
Exicom Tele-Systems Limited	Director Chairman- Remuneration Committee
Vishal Bharath Comnet (Sec. 25 Co.)	Director
National Internet Exchange of India (Sec. 25 Co.)	Director
IITM Research Park (Sec. 25 Co.)	Director
Bio-Technology Industry Research Assistance Council (BIRAC) (Sec. 25 Co.)	Director

Mr. Hoshang N. Sinor

Mr. Hoshang N. Sinor is the non-executive Chairman of the Company since July 24, 2003. A graduate in commerce and law, his illustrious career has spanned 43 years in the banking sector. He has had exposure to the working of both public sector and private sector banks and has hence, had the experience of both the phases of nationalisation and liberalisation in this sector. He started his career in 1965 with Central Bank of India and in 1969 moved to Union Bank of India where he worked in various capacities to reach the position of General Manager. In 1996, he was appointed as Executive Director of Central Bank of India. In 1997, he joined as Executive Director of ICICI Bank where he later on took over as Managing Director and CEO in 1998. After the merger of ICICI with ICICI Bank in 2002, he worked as the Joint Managing Director of ICICI Bank and retired from the services of the Bank with effect from May 31, 2003. Mr. Sinor was the Chief Executive of the Indian Banks Association from June 1, 2003 to July 31, 2008. Since February 2010, he is the Chief Executive of Association of Mutual Funds in India (AMFI).

He has worked as a Member on various committees of the Government of India, Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI).

Mr. Hoshang N. Sinor holds 1,00,000 equity shares in the Company as on the date of this Notice.

Mr. Hoshang N. Sinor is on the Boards of the following Companies:

Name of the Company	Position held
3i Infotech Holdings Private Limited	Chairman
ICICI Lombard General Insurance Co. Limited	Director Member - Audit Committee Member - Board Governance & Remuneration Committee Member - Risk Management Committee
ICICI Venture Funds Management Company Limited	Director Member - Audit Committee Member - Board Governance & Remuneration Committee
CRISIL Limited	Director Chairman - Audit Committee Member - Compensation Committee
JM Financial Asset Reconstruction Company Pvt. Ltd.	Director
Themis Medicare Limited	Chairman Member - Audit Committee Chairman - Remuneration Committee
Tata Capital Limited	Director Member - Audit Committee Member - Asset Liability Committee Member - Remuneration Committee Member - Nominations Committee Member - ESOP Committee Member - NCD Committee Member - Committee for Review of Policies Member - Executive Committee
Tata Capital Financial Services Limited	Director Member - Audit Committee Member - Investment Credit Committee Member - Finance and Asset Liability Committee Member - Nominations Committee Member - Remuneration Committee Member - Shareholders/Investor Grievance Committee Member - Executive Committee of the Board Member - Committee for Review of Policies Member - NCD Committee
Tata Motors Finance Limited	Director Chairman - Audit Committee Chairman - Asset Liability Committee Chairman - Risk Committee
Tata Investment Corporation Limited	Director Chairman - Audit Committee Chairman - Asset Liability Committee Member - Nomination Committee
Tata Securities Limited	Director Member - Audit Committee
Zoroastrian Co-operative Bank Limited	Chairman Chairman - Board Governance Committee Member - Credit Committee Member - IT Committee
IFMR Rural Channels & Services Private Limited	Chairman
Association of Mutual Funds in India (AMFI)	Chief Executive

Date: July 29, 2013

Place: Navi Mumbai

Annexure B
Details of Voting Results

Date of AGM	20 th Annual General Meeting (AGM) held on September 23, 2013
Total number of shareholders on record date	1,73,737 Shareholders
Total Number of shareholders present at the meeting either in person or by proxy	56
Promoter & Promoter Group	1
Public	55
No. of shareholders who attended the meeting through Video Conferencing	Nil

Agenda-wise

Item No.	Details	Resolution Required	Mode of Voting	Result
1	Approval and adoption of Accounts for the year March 2013	Ordinary	Show of Hands	Approved Unanimously
2	Re-appointment of Dr. Ashok Jhunhunwala, who retired by rotation	Ordinary	Show of Hands	Approved Unanimously
3	Re-appointment of Mr. Hoshang N. Sinor, who retired by rotation	Ordinary	Show of Hands	Approved Unanimously
4	Appointment of Joint Statutory Auditors	Ordinary	Show of Hands	Approved Unanimously

In case of Poll/ Postal ballot/ E-voting: **Not Applicable**

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